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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

Case No: 12-12020-MG

Chapter 11

Jointly Administered

**DECLARATION OF RANDALL R. RAINER IN SUPPORT OF
RESPONSE OF SYNCORA GUARANTEE INC. TO DEBTORS' OBJECTION
TO PROOF OF CLAIM # 2781 OF SYNCORA GUARANTEE INC.**

Pursuant to 28 U.S.C. § 1746, I, Randall R. Rainer, Esq. declare:

1. I am a partner at Wollmuth Maher & Deutsch LLP, attorneys for Syncora Guarantee Inc. ("Syncora"). I submit this declaration on personal knowledge and a review of Syncora business records, except as otherwise indicated, in support of Syncora's Response to Debtors' Objection to Proof of Claim # 2781 of Syncora Guarantee Inc.

2. Annexed hereto as Exhibit A is a true and correct copy of Syncora's Amended Proof of Claim and Addendum thereto, dated September 3, 2013.

3. Annexed hereto as Exhibit B is a true and correct copy of a letter from J. Alexander Lawrence, Esq. to Randall R. Rainer, Esq., dated June 26, 2013.

4. Annexed hereto as Exhibit C is a true and correct copy of a letter from J. Alexander Lawrence, Esq. to Randall R. Rainer, Esq., dated July 10, 2013.

5. Annexed hereto as Exhibit D is a true and correct copy of a letter from Randall R. Rainer, Esq. to J. Alexander Lawrence, Esq., dated July 15, 2013.

6. Annexed hereto as Exhibit E is a true and correct copy of a Proof of Claim filed in the above-referenced case by HSBS Bank, N.A., as Trustee, on November 19, 2002 (Claim # 5254).

7. Annexed hereto as Exhibit F is a true and correct copy of a Proof of Claim filed in the above-referenced case by Wells Fargo Bank, N.A. in its capacity as Master Servicer for certain RMBS trusts, on March 4, 2013 (Claim # 6654).

8. Annexed hereto as Exhibit G is a true and correct copy of a Proof of Claim filed in the above-referenced case by U.S. Bank National Association, as Trustee, on March 1, 2013.

9. Annexed hereto as Exhibit H is a true and correct copy of the Declaration of Brandon Meyer, dated June 10, 2013, filed in the above-referenced case on behalf of Deutsche Bank Trust Companies Americas, Trustee [Dkt. No. 3940-2].

Executed this 3rd day of September, 2013.


Randall R. Rainer